



Rabi Narayan & Associates

Company Secretaries

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

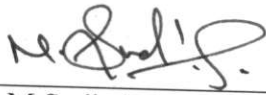

30th (Thirtieth) Annual General Meeting (AGM) of the Shareholders of **SWETHA ENGINEERING LIMITED** held on Friday, the 30th day of September 2016, at 11.00 A.M. at the registered office of the Company at Plot No.123-131, Tass Industrial Estate, Mahathma Gandhi Road, Ambattur, Chennai, 600098, Tamil Nadu, India.

Dear Sir,

1. I, Rabi Narayan Pal (Partner of M/s.Rabi Narayan & Associates), Company Secretaries, having office at "Aparajita" No.14/20, First Floor, Srinivasa Pillai Street, West Mambalam, (Near Satya Narayana Perumal Koil), Chennai, 600033, Tamilnadu, India, was appointed as Scrutinizer by the Board of Directors of **SWETHA ENGINEERING LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the venue of the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting of the Shareholders of the Company held on Friday, the 30th day of September 2016, at 11.00 A.M. at the registered office of the Company at Plot No.123-131, Tass Industrial Estate, Mahathma Gandhi Road, Ambattur, Chennai, 600098, Tamil Nadu, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 30th Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinized Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. In accordance with the Notice of the 30th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 05th September, 2016, the remote e-voting opened at 09:00 AM on September 27, 2016 and remained open up to 5:00 PM on September 29, 2016.



4. The Shareholders holding shares as on September 23, 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 30th Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, one ballot box was locked and kept for voting duly marked by identification mark placed on it. The ballot box subsequently on close of voting hours, was opened in the presence of two witnesses (who are signed below) who are not the employees of the company, and I did not find any poll paper.

Signature		
Name of the Witness:	M.Sudhakar	Rajendra Kumar Sahu
Father's Name	M.Samuel	Bhagaban Sahu
Address	No.354/B, 8 th Street, Railway Colony, Ayanavaram, Chennai, 600023, Tamilnadu, India	Sri Murugan Mansion, Ols No.17/18, New No.38, Abdullah Street, Chennai, 600094, Tamilnadu, India
Occupation	Service	Service

6. I did not find any incomplete / defective / invalid poll papers.
7. The votes on remote e-voting were unblocked, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) and the same handed over to the Chairman of the Company
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS:

Resolution-1: Ordinary Resolution

Adoption the audited financial statement of the Company for the financial year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1467382	100.00
Voting by ballot	-	-	-
Total	37	1467382	100.00



(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-2: Ordinary Resolution

Appointment of a director in the place of Shri.S.Niranjan Kumar (DIN:00098587) who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1467382	100.00
Voting by ballot	-	-	-
Total	37	1467382	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



Resolution-3: Ordinary Resolution
Ratify the Appointment of Auditors and to fix their remuneration

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1467382	100.00
Voting by ballot	-	-	-
Total	37	1467382	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

SPECIAL BUSINESS:

Resolution-4: Special Resolution

Appointment of Shri.Jaganathan Ramaiyan (DIN: 01675591) as an Independent Director

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1467382	100.00
Voting by ballot	-	-	-
Total	37	1467382	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-5: Ordinary Resolution

Re-appointment of Shri.S.Niranjana Kumar (DIN:00098587) as a Director –Technical

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1467382	100.00
Voting by ballot	-	-	-
Total	37	1467382	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

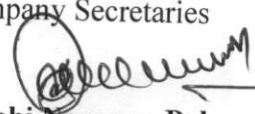
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 30th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Compliance Officer of the Company for safe keeping.

Thanking You,

Yours Faithfully,



For Rabi Narayan & Associates
Company Secretaries


Rabi Narayan Pal
Partner

FCS – 4993/ C.P.No.3480

Date: 01/10/2016

Place: Chennai